

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:	
DLUBAK CORP., Debtor.	Bankruptcy No. 13-70582-JAD Chapter 11
DLUBAK CORP., Movant, v. FIRST COMMONWEALTH BANK; FARMERS & MERCHANTS BANK OF WESTERN PENNSYLVANIA, N.A.; THE HUNTINGTON NATIONAL BANK; WELLS FARGO BANK, N.A.; NISSAN MOTOR ACCEPTANCE CORP., RYDER TRANSPORTATION SERVICES; MOTOR TRUCK PACLEASE; OFFICE OF THE UNITED STATES TRUSTEE,	Related to Doc. No. _____ Hearing Date: Hearing Time: Response Date:
Respondents.	

NOTICE OF AUCTION AND HEARING ON DEBTOR'S MOTION TO SELL ASSETS

To: Respondents and all Creditors and Parties-In-Interest of the above named Debtor:

NOTICE IS HEREBY GIVEN THAT the Debtor, Dlubak Corporation (hereinafter “Dlubak” or “Debtor”), has filed a Motion for Order (I) Approving the Sale of Assets; (II) Approving the Asset Purchase Agreement; and (III) Authorizing the Debtor to Assume and Assign Certain Executory Contracts (“Sale Motion”) with respect to substantially all of the Debtor’s non-real estate assets, including, without limitation:

- (a) all assets necessary to operate the Debtor’s business;
- (b) all Equipment and Inventory (as those terms are defined in the Asset Purchase Agreement attached as Exhibit A to the Sale Motion (the “APA”));
- (c) books and records of the Debtor;

- (d) intellectual property rights of the Debtor;
- (e) all rights to causes of action, lawsuits, claims, demands and defenses of any nature available to the Debtor against third parties;
- (f) all cash, cash equivalents and accounts receivable;
- (g) goodwill and intangible assets; and
- (h) all products in development¹

to Grey Mountain Partners, LLC (“Proposed Buyer”) for \$2,000,000 according to the terms set forth in the Sale Motion and the APA.

On or before _____, any objections to the Sale Motion shall be filed with the U.S. Bankruptcy Court, U.S. Courthouse, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219, with a copy served on all interested parties.

A hearing is scheduled for _____ at _____ m., before Judge Jeffery A. Deller in Courtroom D, U.S. Bankruptcy Court, U.S. Courthouse, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219, ***at which time objections to the sale will be heard.***

PLEASE TAKE FURTHER NOTICE that, on _____, 2013, the Bankruptcy Court entered the order (the “Bidding Procedures Order”) approving the motion, which among other things, establishes bidding procedures (the “Bidding Procedures”) that govern the manner in which the Assets are to be sold (the “Bidding Procedures Motion”).

PLEASE TAKE FURTHER NOTICE that a copy of the Bidding Procedures Motion and the Bid Procedures Order are being served on you concurrently with this Sale Notice.

PLEASE TAKE FURTHER NOTICE that, in accordance with the terms of the Bidding Procedures Order, the Debtor may conduct an auction (the “Auction”) for the sale of the Assets. Only parties that have submitted a Qualifying Bid (as defined in the Bid Procedures Order) by no later than _____, 2013 (the “Bid Deadline”) or otherwise are Qualifying Bidders (as defined in the Bid Procedures Order) will be permitted to participate in and/or make any statements on the record at the Auction.

PLEASE TAKE FURTHER NOTICE that at the Sale Hearing, the Debtor shall seek entry of an order:

- approving the APA (or other agreement that is part of the Successful Bid);
- authorizing the sale of the Debtor’s Assets to the Proposed Buyer or such other person or entity who is the Successful Bidder at the Auction, free and clear of Liens, other than any Permitted Encumbrances (each as defined in the APA);

¹ As complete description of the “Assets” being sold pursuant to the APA are set forth in Section 2(a) of the APA under the defined term “Acquired Assets.”

- authorizing the assumption and assignment of certain executory contracts and payment of cure amounts; and
- granting certain related relief.

PLEASE TAKE FURTHER NOTICE that the terms and conditions of the proposed sale of the Assets are set forth in the APA. The APA represents the results of extensive arms-length negotiations conducted by the Debtor to obtain the highest and best offer for the Assets. However, as set forth in the Bidding Procedures Order, the sale remains subject to higher or better offers from any prospective Qualifying Bidder.

PLEASE TAKE FURTHER NOTICE that this Sale Notice is subject to the full terms and conditions of the Bidding Procedures Motion and the Bidding Procedures Order, which shall control in the event of any conflict, and the Debtor encourages the parties in interest to review such documents in their entirety.

Dated: August 9, 2013

Respectfully Submitted,

/s/ Steven T. Shreve
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